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*Proposed Counsel for the Debtors and  
Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

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In re: )  
 ) Chapter 11  
 )  
PATRIOT COAL CORPORATION, *et al.*, ) Case No. 15-32450 (KLP)  
 )  
 ) Debtors. ) (Jointly Administered)  
 )  

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**NOTICE, CASE MANAGEMENT, AND ADMINISTRATIVE PROCEDURES**

These notice, case management, and administrative procedures (the "Case Management Procedures") have been approved by the United States Bankruptcy Court for the Eastern District of Virginia (the "Court") for the chapter 11 cases of the above-captioned debtors and debtors in possession (collectively, the "Debtors") pursuant to the *Debtors' Motion for Entry of an Order Establishing Certain Notice, Case Management, and Administrative Procedures* (the "Motion"). On May 14, 2015, the Court entered an order (the "Order") approving the Case Management Procedures.

Sections 101–1532 of title 11 of the United States Code (the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Local Rules of the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”) shall govern all matters in the chapter 11 cases, except to the extent such rules conflict with or are inconsistent with the procedures set forth herein.

## **I. Access to Documents**

1. Prime Clerk LLC, the Debtors’ proposed notice, claims, and balloting agent, maintains a case-specific website at <http://cases.primeclerk.com/patriotcoal> (the “Case Website”), where, among other things, electronic copies of all pleadings filed in the chapter 11 cases shall be posted as soon as practicable, but not later than within 3 business days of filing and may be viewed free of charge. Additionally, electronic copies of all pleadings and documents are available for a fee via PACER on the Court’s website at <http://www.vaeb.uscourts.gov>. Finally, paper copies of all pleadings filed in the chapter 11 cases may be available from the Court.

## **II. Master Service List and Electronic Mail Service**

2. Procedures Established for Notices. All (a) notices, motions, applications, and other requests for relief, (b) briefs, memoranda, affidavits, declarations, replies, and other documents filed in support of such papers seeking relief ((a)–(b) collectively, the “Requests for Relief”), and (c) all objections and responses to such Requests for Relief (collectively, the “Objections,” and, together with the Requests for Relief and all other filed documents, the “Rule 2002 Court Filings”) shall be filed with the Court or other applicable court and served in accordance with the notice procedures set forth herein (the “Notice Procedures”).

3. Definition of Entities Entitled to Service. All Rule 2002 Court Filings shall be served on the Core Group, the 2002 List, and Affected Entities (each as defined herein and

collectively, the “Service List”) according to the Notice Procedures. A Rule 2002 Court Filing is deemed not to have been properly served until served, at a minimum, on all of the parties in the Core Group.

- a. Core Group. The following entities shall comprise the core group of entities in the Debtors’ chapter 11 cases (collectively, the “Core Group”):
- (i) Office of the United States Trustee for the Eastern District of Virginia (the “U.S. Trustee”), 701 East Broad Street, Suite 4304, Richmond, Virginia 23219, Attn: Robert B. Van Arsdale;
  - (ii) Office of the United States Trustee, 1835 Assembly Street, Suite 953, Columbia, South Carolina 29201, Attn: Elisabetta G. Gasparini;
  - (iii) Patriot Coal Corporation, 63 Corporate Centre Drive, Scott Depot, WV 25560 Attn: Joseph W. Bean;
  - (iv) proposed co-counsel for the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Stephen E. Hessler, and Patrick Evans; and Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654, Attn: Ross M. Kwasteniet;
  - (v) proposed co-counsel for the Debtors, Kutak Rock LLP, 1111 East Main Street, Suite 800, Richmond, Virginia, Attn: Michael A. Condyles, Peter J. Barrett and Jeremy S. Williams;
  - (vi) counsel for each committee appointed pursuant to section 1102 of the Bankruptcy Code;<sup>1</sup>
  - (vii) counsel to the lenders under the Debtors’ debtor-in-possession financing facility, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036, Attn: Thomas M. Mayer and Gregory G. Plotko;
  - (viii) counsel to the agent for the prepetition ABL credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017, Attn: Sandy Qusba;
  - (ix) counsel to the agent for the prepetition LC credit facility, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036-6522, Attn: Ken Ziman; and

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<sup>1</sup> Before the appointment of an official committee of unsecured creditors and its counsel, service shall be made upon the holders of the Debtors’ thirty largest unsecured claims pursuant to Bankruptcy Rule 1007(d).

- (x) counsel to the agent to the term loan credit facility, Brown Rudnick LLP, One Financial Center, Boston, Massachusetts 02111, Attn: Jeffrey L. Jonas, Esq.

An updated Core Group list can be obtained on the Case Website.

- b. 2002 List. This group shall be comprised of all entities that have filed a request for service of filings pursuant to Bankruptcy Rule 2002. An updated 2002 List can be obtained on the Case Website.
  - (i) Filing Requests for Documents Requires Email Address. A request for service of papers pursuant to Bankruptcy Rules 2002 (each, a "2002 Notice Request") filed with the Court shall be deemed proper if and only if it includes the following information with request to the party filing such request: (A) name; (B) street address; (C) name of client(s), if applicable; (D) telephone number; (E) facsimile number; and (F) electronic mail (or email) address.
  - (ii) Certification Opting Out of Email Service. Any individual or entity filing a 2002 Notice Request who does not maintain (and cannot practicably obtain) an email address and thereafter cannot receive service by email must include in the 2002 Notice Request a certification to that effect (the "Certification"). The Certification shall include a statement certifying that the individual or entity (A) does not maintain an email address and (B) cannot practicably obtain an email address at which the individual or entity could receive service by email.
  - (iii) 2002 Notice List. The Debtors or Prime Clerk LLC shall be responsible for maintaining an updated list of those who have submitted a proper 2002 Notice Request (the "2002 List"). It is the responsibility of each entity submitting a 2002 Notice Request to file with the Court an updated 2002 Notice Request as necessary to reflect changes to any information, including email address and contact person, and serve a copy of such request upon the Debtors.
- c. Affected Entities. This group shall be comprised of all entities with a particularized interest in the subject matter of the particular court filing (each, an "Affected Entity").

4. At least every 15 days during the first 60 days of the chapter 11 cases, and thereafter at least every 30 days, the Debtors' counsel shall maintain and update the 2002 List by: (a) making any additions and deletions; (b) serving the updated 2002 List on the parties

listed thereon; (c) filing a proof of service; and (d) simultaneously with the filing of the 2002 List, posting an updated version of the 2002 List on the Case Website.

5. Waiver of Memorandum of Points and Authorities. Notwithstanding Local Bankruptcy Rule 9013-1(G), motions filed without a separate memorandum of points and authorities shall be deemed to include a request for a waiver of a separate memorandum or deemed a single memorandum and motion as allowed by Local Bankruptcy Rule 9013-1(G).

6. Service of Motions. With respect to filings for which particular notices are required to be served on all creditors and parties in interest, including Bankruptcy Rules 2002(a)(2)–(6), 4001, 6004, 6007, or 9019, parties shall serve all such filings only on the Service List by email or by paper copy if an exemption is granted, and in accordance with the following procedures, unless otherwise ordered by the Court:

- a. in the case of the use, sale, lease, or abandonment of property, on each entity asserting an interest in that property;
- b. in the case of a motion for relief or modification of the automatic stay, on each entity asserting a lien or encumbrance on the affected property;
- c. in the case of a motion relating to the use of cash collateral or obtaining credit, on each party asserting an interest in the cash collateral or a lien or other interest in property upon which a lien or encumbrance is proposed to be granted;
- d. in the case of a motion under Bankruptcy Rule 9019, on all parties that are parties to the relevant compromise and settlement or that may be directly affected by such compromise or settlement;
- e. in the case of assumption, assignment, or rejection of an executory contract or an unexpired lease, on each party to the executory contract or the unexpired lease;
- f. any objection, opposition, response, reply, or further document filed directly in response to a document shall be served on the entity who filed such document; and

- g. all matters for which the Bankruptcy Rules specifically require notice to all parties in interest shall be served on all parties in interest unless otherwise directed by the Court.

7. Except as set forth herein or otherwise provided by order of the Court, the Notice Procedures shall not apply to notices of the matters or proceedings described in the following Bankruptcy Rules:

- a. Bankruptcy Rule 2002(a)(1) (meeting of creditors pursuant to section 341 of the Bankruptcy Code);
- b. Bankruptcy Rule 2002(a)(7) (time fixed for filing a proof of claim pursuant to Bankruptcy Rule 3003(c));
- c. Bankruptcy Rule 2002(b)(1) (time fixed for filing objections and any hearing to consider approval of a disclosure statement);
- d. Bankruptcy Rule 2002(b)(2) (time fixed for filing objections and any hearing to consider confirmation of a chapter 11 plan);
- e. Bankruptcy Rule 2002(d) (certain matters for which notice is to be provided to equity security holders);
- f. Bankruptcy Rule 2002(f)(1) (entry of an order for relief);
- g. Bankruptcy Rule 2002(f)(2) (dismissal or conversion of a case to another chapter of the Bankruptcy Code);
- h. Bankruptcy Rule 2002(f)(3) (time allowed for filing claims pursuant to Bankruptcy Rule 3002);
- i. Bankruptcy Rule 2002(f)(6) (waiver, denial, or revocation of a discharge as provided in Bankruptcy Rule 4006);
- j. Bankruptcy Rule 2002(f)(7) (entry of an order confirming a chapter 11 plan); and
- k. Bankruptcy Rule 2002(f)(8) (summary of the trustee's final report and account should a case be converted to chapter 7 of the Bankruptcy Code).

8. Notice a Matter for Hearing. Parties should consult Local Bankruptcy Rule 9013-1(M) regarding the form and content of notices and visit <http://www.vaeb.uscourts.gov/scripts/formsqry.exe> for sample notices.

9. Certificates of Service. Notwithstanding Local Bankruptcy Rule 5005-1(C)(8), certificates of service of all Rule 2002 Court Filings, including a Service List, shall be filed by the party seeking relief with the Court within 7 days of the completion of noticing any particular matter; *provided, however*, that parties shall not be required to include the Service List when serving the certificate of service to such recipients.

10. Serving Adversary Proceedings. All pleadings and other Court filings in any adversary proceeding commenced in the chapter 11 cases shall be served upon the Core Group, each Affected Entity, and any other entities required to be served under any applicable Bankruptcy Rule or Local Bankruptcy Rule.

### **III. Service by Electronic Mail**

11. Service by Electronic Mail. All Rule 2002 Court Filings shall be electronically served on the Court's electronic filing system, other than service of a summons and complaint in an adversary proceeding or documents filed under seal, which shall be deemed to constitute proper service for all parties who are sent such email service. Subject to the limited exclusions set forth herein, each party that has filed a notice of appearance and a request for service of papers shall be deemed to have consented to electronic service of papers, in accordance with CM/ECF Policy 9 Service of Documents of the Case Management/Electronic Case Files ("CM/ECF Policy"). A party filing a Rule 2002 Court Filing that is served on entities via the Court's electronic filing system has no further obligation for service of such Rule 2002 Court Filing with respect to such entities to be proper.

12. If a 2002 Notice Request fails to include an email address or a Certification, the Debtors shall forward a copy of these Case Management Procedures to such party within 5 business days specifically requesting an email address. If no email address or no Certification is provided in response to such request, such party shall not be added to the 2002 List and shall

not be served with copies of pleadings and documents filed in the chapter 11 cases unless such pleadings and/or documents directly affect such party.

13. The filing deadlines do not require three additional days' notice as set forth in Rule 6(e) of the Federal Rules of Civil Procedure (made applicable to contested matters indirectly by Bankruptcy Rule 9014(b) and to adversary proceedings by Bankruptcy Rule 7005(b)(2)(D)) and Bankruptcy Rule 9006(f) when a document is served by electronic or overnight mail, including service, via the Court's electronic filing system.

14. Identification of Attorney. As set forth in Local Bankruptcy Rule 5005-1(C)(5), on the first page of every Rule 2002 Court Filing, the attorney filing the same shall be identified by name, state bar number, complete mailing address, telephone number, and the name of the party whom the attorney represents.

#### **IV. Omnibus Hearing Dates**

15. First Omnibus Hearings. Periodic omnibus hearings will occur as may be scheduled by the Court (the "Omnibus Hearings"). The Court has set **June 3, 2015, at 1:00 p.m. (prevailing Eastern Time)** as the first Omnibus Hearing. The Debtors shall file a notice with the Court and serve it upon the Core Group and 2002 List when the Court has set additional dates and times for the next Omnibus Hearings.

16. Future Omnibus Hearings. Throughout the chapter 11 cases, the Debtors shall periodically request that future Omnibus Hearings be scheduled as necessary. The Debtors shall send notices of the Omnibus Hearings to the Core Group and 2002 List when the Omnibus Hearings are scheduled, post the schedule of Omnibus Hearings on the Case Website, and file notices of additional Omnibus Hearing dates on a periodic basis with the Court. For information concerning future Omnibus Hearings that have been scheduled by the Court, entities may visit



the Case Website, or contact the Clerk of the Court at 701 Broad Street, Richmond, Suite 4000, Virginia 23219 or by visiting [www.vaeb.uscourts.gov](http://www.vaeb.uscourts.gov).

17. All matters requiring a hearing in the chapter 11 cases shall be set forth and be heard on an Omnibus Hearing unless otherwise ordered by the Court for good cause shown. All Requests for Relief and Objections thereto and all other matters will be considered or heard only at Omnibus Hearings, unless the Court orders otherwise, in accordance with the following:

- a. In the event that a party files a Request for Relief at least 21 calendar days prior to the next scheduled Omnibus Hearing, the matter shall be set for hearing on such scheduled Omnibus Hearing and the deadline to file an Objection to such Request for Relief shall be 7 calendar days prior to the Omnibus Hearing; *provided, however*, the Debtors' counsel may propose to schedule matters filed by another party on a date other than the next Omnibus Hearing date if the Debtors in good faith believe that the hearing on the particular matter could exceed 1 hour.
- b. In the event that a party files a Request for Relief less than 21 calendar days but at least 14 calendar days prior to the next scheduled Omnibus Hearing, the matter shall be set for hearing on such scheduled Omnibus Hearing and the deadline to file an Objection to such Request for Relief shall be 3 calendar days prior to the Omnibus Hearing; *provided, however*, the Debtors' counsel may propose to schedule matters filed by another party on a date other than the next Omnibus Hearing date if the Debtors in good faith believe that the hearing on the particular matter could exceed 1 hour.
- c. Notwithstanding any procedure herein, nothing herein shall restrict any entity from requesting an emergency hearing pursuant to the Local Bankruptcy Rules.

18. Procedures Regarding the Omnibus Hearings. The following procedures will apply unless the Court orders otherwise:

- a. Except as specifically set forth herein, all notice periods for Requests for Relief shall be computed in accordance with the Bankruptcy Rules and Local Bankruptcy Rules and nothing in these Case Management Procedures shall be deemed to change such requirements.
- b. Any notice of an Omnibus Hearing shall conspicuously contain, on the first page of such notice, the date and time that the hearing will be held in the event that an Objection is filed in accordance with the applicable rules.

- c. Deadlines for responding to a Request for Relief shall be governed by the Local Bankruptcy Rules. A reply to any responsive pleading must be received no later than 12:00 p.m. (prevailing Eastern Time) on the date that is 1 business day before the applicable hearing date.
- d. Nothing contained herein shall prejudice the rights of any party in interest to move the Court to further limit or expand notice of matters and proceedings upon a showing of good cause, including, but not limited to, the right to file a Request for Relief upon shortened notice or to seek an enlargement or reduction of time pursuant to Bankruptcy Rule 9006.
- e. If a party intends to present an order at the Omnibus Hearing different from the order attached to the motion, the Debtors' counsel, to the extent known, shall state on the hearing agenda above that a different order will be presented for entry.
- f. Notwithstanding Local Bankruptcy Rule 9013-1(J), the Debtors' counsel together with any affected party or parties may, without leave of the Court and, unless the Court orders otherwise, adjourn any matter to a subsequent fixed Omnibus Hearing. If a matter is adjourned, the Debtors' counsel shall update the hearing agenda accordingly.
- g. For the avoidance of doubt, the Debtors' counsel may propose to schedule matters filed by another party on a date other than the next Omnibus Hearing date if the Debtors in good faith believe that the hearing on the particular matter could exceed 1 hour.
- h. Upon request, the Court may allow counsel to participate in any hearing by telephone.

19. Proposed Omnibus Hearing Agenda. The Debtors shall prepare Omnibus Hearing agendas in accordance with the following:

- a. No later than 12:00 p.m. (prevailing Eastern Time) on the date that is 2 calendar days prior to each Omnibus Hearing, the Debtors' counsel shall file a proposed agenda with regard to the matters that are scheduled to be heard on such Omnibus Hearing (the "Proposed Hearing Agenda"). The Proposed Hearing Agenda is for the convenience of the Court and counsel and is not determinative of the matters to be heard on that day or whether there will be a settlement or a continuance.
- b. The Proposed Hearing Agenda will include, to the extent known by the Debtors' counsel: (i) the docket number and title of each matter to be scheduled for hearing on such Omnibus Hearing, including the initial filing and any responses, replies, or documents related thereto; (ii) whether the matters are contested or uncontested; (iii) whether the matters have

settled or are proposed to be continued; (iv) other comments that will assist the Court; and (v) a suggestion for the order in which the matters should be addressed.

20. Granting the Request for Relief Without a Hearing. Provided that the notice filed with the Request for Relief includes a statement that the Request for Relief may be granted and an order entered without a hearing unless a timely Objection is made, after the Objection deadline had passed, and no Objection has been filed or served in accordance with the procedures set forth herein, counsel to the entity who has filed the Request for Relief may file a certification indicating that no Objection has been filed or served on the entity who has filed the Request for Relief (the "Certificate of No Objection").

21. List. Notwithstanding Local Bankruptcy Rule 9022-1(B), a proponent of a Request for Relief shall serve an order granting such relief on the Core Group and 2002 List no later than 5 business days after such order was entered and no list need be submitted with the proposed order.

#### **V. Foreign Attorneys**

22. All attorneys shall carefully review the Local Bankruptcy Rules and, in particular, Local Bankruptcy Rule 2090-1 regarding the procedure for appearing and practicing before the Court, which is available on the Court's website at [http://www.vaeb.uscourts.gov/files/Rules12\\_19\\_11.pdf](http://www.vaeb.uscourts.gov/files/Rules12_19_11.pdf).

23. Pursuant to Local Bankruptcy Rule 2090-1(E)(2), attorneys from other states and the District of Columbia (each, a "Foreign Attorney") may appear and practice in the chapter 11 cases upon the motion of a member of the bar of the Court; *provided, however*, that in all appearances, a Foreign Attorney must be accompanied by a member of the bar of the Court. Further, the Eastern District of Virginia allows Foreign Attorneys to register to become limited

participants on its system by following the procedures set forth in the administrative procedures for CM/ECF cases.

#### **VI. Motions for Relief from the Automatic Stay**

24. The initial hearing on any motion for relief from the automatic stay shall be a preliminary hearing unless otherwise agreed to by the Debtors. Notwithstanding section 362(e) of the Bankruptcy Code, by setting a hearing on a motion for relief from the automatic stay on an Omnibus Hearing, a party shall be deemed to have consented to the automatic stay remaining in full force and effect until the conclusion of the preliminary hearing. The Court may continue the effectiveness of the automatic stay until a final hearing on the matter. Nothing in this section shall prevent a party from seeking expedited consideration of a motion for relief from the automatic stay.

#### **VII. Evidentiary Hearings**

25. Pursuant to Bankruptcy Rule 9014 and in compliance with Local Bankruptcy Rule 9014-1, in the event that a timely Objection is made to a Request for Relief (each, a "Contested Matter"), the hearing on such a Contested Matter shall be an evidentiary hearing at which witnesses may testify, unless the parties otherwise agree that any such hearing shall not be an evidentiary hearing, in which case, to the extent known by the Debtors' counsel, the Proposed Hearing Agenda shall state as such; *provided, however*, that the Debtors' counsel may propose to schedule matters filed by another party on a date other than the next Omnibus Hearing date if the Debtors in good faith believe that the hearing on the particular matter could exceed 1 hour.

26. Any party who intends to introduce evidence or witnesses with respect to a matter that is the subject of a timely filed and properly served Objection shall identify with reasonable particularity its proposed evidentiary exhibits and witnesses in a written disclosure (each,

a “Disclosure”), which Disclosures shall be served only on the adverse party in accordance with the following.

- a. With respect to the party that files a timely Objection, such Disclosures shall be made the same date as the filing of the timely Objection. Unless otherwise directed by the Court, such Disclosures shall not be filed with the Court.
- b. Any party who filed a Request for Relief that is subject to an Objection shall serve its Disclosure on the adverse party and any party that intends to introduce evidence or witnesses with respect to a Request for Relief that is not subject to an Objection, or any other party in interest who intends to present evidence at an Omnibus Hearing, shall serve its Disclosure on the Debtors, with respect to a filing that is served at least 21 calendar days prior to the next regularly scheduled Omnibus Hearing, at least 7 calendar days prior to the Omnibus Hearing on which the Request for Relief will be heard, or with respect to a filing that is served less than 21 calendar days but at least 14 calendar days prior to the next regularly scheduled Omnibus Hearing, at least 3 calendar days prior to the Omnibus hearing on which the Request for Relief will be heard.
- c. After consultation with each party who made a Disclosure, the Proposed Hearing Agenda will indicate whether the matter shall be heard on the next regularly scheduled Omnibus Hearing or at a subsequently scheduled non-Omnibus Hearing to be set by the Court. Additionally, on the Proposed Hearing Agenda, to the extent known by the Debtors’ counsel, such agenda will describe the status of evidentiary hearings with respect to Contested Matters.

27. Upon reasonable request, the parties subject to a Contested Matter shall provide copies of all proposed evidentiary exhibits and make all witnesses available for deposition at the expense of the requesting party and within a time period to reasonably facilitate conducting the evidentiary hearing as scheduled.

28. Parties shall comply with the Court’s Instructions for *Preparing Exhibit List, Pre-Marking Exhibits*, available at <http://www.vaeb.uscourts.gov/scripts/formsqry.exe>.

29. Any party subject to a Contested Matter who fails to identify its evidentiary exhibits or witnesses as provided herein may be precluded, at the Court’s discretion, from

presenting such evidentiary exhibits or witnesses at the hearing on the matter or alternatively, the hearing shall be adjourned.

30. Nothing contained herein shall preclude any party from presenting proffers in connection with uncontested matters or agreeing with an opposing party to present proffers in any Contested Matter or otherwise stipulating certain facts or documents into evidence.

Dated: May 20, 2015  
Richmond, Virginia

/s/ Michael A. Condyles  
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